

RESOLUTION NO. 20201210-AHFC004

WHEREAS, the Austin Housing Finance Corporation (AHFC) was created by the City of Austin in accordance with Chapter 394 of the Texas Local Government Code for the public purpose and function, among others, of providing a means to finance the cost of residential developments that will provide decent, safe, and sanitary housing at affordable prices for residents of the City of Austin; and

WHEREAS, Chapter 22 of the Texas Business Organization Code (Code), authorizes the creation and organization of nonprofit corporations which may act as a duly constituted affiliate of a Texas housing finance corporation to aid and assist the housing finance corporation in the performance of one or more of its functions; and

WHEREAS, AHFC desires to further its public purposes and functions by creating a related, affiliated nonprofit corporation and instrumentality named AHFC Arbors Investor Non-Profit Corporation (Non-Profit Corporation), appointing and maintaining its board of directors, and otherwise exercising control over the Non-Profit Corporation, its dissolution, and its assets; and

WHEREAS, AHFC is creating the Non-Profit Corporation to (i) acquire one or more limited partner interests in Arbors Housing Partners, Ltd., a Texas limited partnership (the "Partnership"), which owns the Arbors at Creekside Apartments located

at 1026 Clayton Lane, Austin, Texas 78723 (the "Development"), and (ii) to undertake related matters approved by the Non-Profit Corporation's Board of Directors; and

WHEREAS, AHFC desires that the Non-Profit Corporation have and exercise all of the powers prescribed by the Code; and

WHEREAS, AHFC desires that the Non-Profit Corporation's Certificate of Formation and By-Laws be in the form and be executed, approved, and filed in the manner prescribed by this Resolution; and

WHEREAS, the Board of Directors desires to authorize and approve the Certificate of Formation and By-Laws of the Non-Profit Corporation, appoint the board of directors and president of the Non-Profit Corporation, and take other actions with respect to the Non-Profit Corporation; **NOW, THEREFORE**,

**BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE
AUSTIN HOUSING FINANCE CORPORATION:**

Section 1. The Board of Directors finds, determines, recites, and declares that it is wise, expedient, necessary, and advisable that the Non-Profit Corporation be formed. The Board of Directors therefore approves the creation and organization of the Non-Profit Corporation under the provisions of the Code as a duly constituted affiliate, nonprofit corporation, and instrumentality of AHFC. The Board of Directors authorizes the Non-Profit Corporation (i) to acquire one or more limited partner interests in the Partnership;

(ii) to undertake related matters approved by the Non-Profit Corporation's Board of Directors; (iii) to aid, assist, and act on its behalf and for the benefit of AHFC in the performance of its functions to develop, construct, rehabilitate, restructure, and re-syndicate the Development; (iv) to promote, develop, and maintain the Development as decent, safe, and sanitary housing at affordable rental rates for a period of at least 40 years; (v) to ensure to the maximum extent possible and to the extent of the Non-Profit Corporation's percentage of ownership that the Development helps achieve the public purpose and functions of AHFC; (vi) and to perform the other purposes described in the Non-Profit Corporation's Certificate of Formation.

Section 2. The Board of Directors approves the Certificate of Formation of the Non-Profit Corporation in substantially the form attached as **Exhibit "A"** and authorizes the incorporator of the Non-Profit Corporation to file such Certificate of Formation with the Secretary of State of the State of Texas in the manner provided by law.

Section 3. The Board of Directors appoints the initial board of directors of the Non-Profit Corporation, with their terms of office to expire at the time indicated.

<u>Name</u>	<u>Term Expires</u>
J. Rodney Gonzales	December 5, 2023
Rosie Truelove	December 5, 2023
Rebecca Giello	December 5, 2023

J. Rodney Gonzales is appointed as the President of the Non-Profit Corporation. Other officers will be appointed as provided in the By-Laws.

Section 4. The Board of Directors approves the By-Laws of the Non-Profit Corporation in substantially the form attached as **Exhibit "B"** and authorizes the President of the Non-Profit Corporation to execute and file them in the corporate records in the manner provided by law.

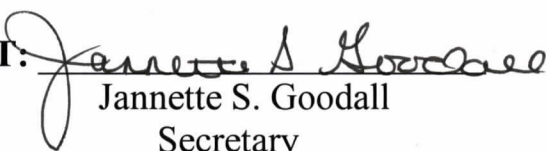
Section 5. The Board of Directors finds, determines, recites, and declares that any note, bond, loan, debt, or other obligation of the Non-Profit Corporation is not an indebtedness, liability, general or moral obligation or pledge of the faith or credit of the State of Texas, the City of Austin, AHFC, or any other political subdivision or governmental unit, nor does any such note, bond, loan, debt or other obligation constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction or an agreement, obligation, or indebtedness of AHFC, the City of Austin, the State of Texas within the meaning of AHFC's Articles of Incorporation, the City Charter, or of any constitutional or statutory provision whatsoever.

Section 6. The Board of Directors finds, determines, recites, and declares that it is the purpose, intent, and desire of AHFC in approving the creation of the Non-Profit Corporation and the form of its Certificate of Formation and By-Laws, that such actions and the Non-Profit Corporation hereby authorized comply with the requirements of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations and Internal Revenue Service rulings promulgated thereunder and the rulings issued pursuant thereto, such that the Non-Profit Corporation is determined to be a constituted nonprofit

corporation acting as an asset of AHFC pursuant to the provisions of the Code and Chapter 394 of the Texas Local Government Code.

Section 7. This Resolution takes effect immediately upon its passage and approval by the Board of Directors.

ADOPTED: December 10, 2020

ATTEST: 
Jannette S. Goodall
Secretary